



\$7M INSTITUTIONAL PLACEMENT AND SHARE PURCHASE PLAN

*Capricorn receives significant support from investors to
advance the flagship Karlawinda Gold Project*

ASX ANNOUNCEMENT

30 November 2017

ASX Code: CMM

ABN: 84 121 700 105

Board of Directors:

Mr Heath Hellewell
Executive Chairman

Mr Guy LeClezio
Non-Executive Director

Mr Stuart Pether
Non-Executive Director

Issued Capital:

Shares 572.4M
Options 56.7M
Share Price A\$0.058
Market Cap. A\$33.2M

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Capricorn Metals Ltd (ASX:CMM) ("Capricorn") is pleased to announce that it has completed an over-subscribed \$7.13 million placement comprising 137,095,083 shares at a price of \$0.052 per share ("Placement"). The Placement was undertaken pursuant to ASX Listing Rule 7.1 and 7.1A. It is anticipated that 79,857,138 shares will be allotted under Listing Rule 7.1 and 57,237,945 shares will be allotted under Listing Rule 7.1A on 5 December 2017, with an Appendix 3B confirming the exact allotments to be issued on the same date.

The Placement received strong support from existing and new institutional and sophisticated investors. Funds raised via the Placement will be used to advance the Company's Karlawinda Gold Project, including:

- Ongoing exploration activities, including an updated reserve estimate expected to be released in early 2018;
- The completion of pre-development activities, including project optimisation, finalisation of permitting, detailed engineering and project debt financing; and
- General working capital purposes.

Capricorn's Executive Chairman, Heath Hellewell said, "We would like to thank a number of existing shareholders for their ongoing support and welcome a number of new institutional investors onto our share register. Capricorn is now well positioned to advance exploration and pre-development activities at the Karlawinda Gold Project in preparation for project development in the second quarter of 2018. The very strong demand is a strong vote of confidence in the quality of Karlawinda, the management team and the company's value proposition"

The Placement price of \$0.052 per share represents a discount of 10.3% to the Company's last closing price of \$0.058 on 27 November 2017 and an 8.9% discount to the 20 day VWAP. Settlement of the Placement is expected to occur on 5 December 2017 with Placement shares expected to be allotted and to commence trading on the ASX on 6 December 2017. The new shares will rank equally with the Company's existing fully paid ordinary shares.

Canaccord Genuity (Australia) Limited acted as Lead Manager and Bookrunner to the Placement whilst Tamesis Partners LLP and Tectonic Advisory Partners LLC acted as Co-Managers.

Capricorn is also offering existing eligible shareholders the opportunity to participate in a Share Purchase Plan ("SPP") to raise up to \$2 million at the same issue price as the Placement, being \$0.052 per share. Funds raised from the SPP will be applied to the Company's working capital.

SHARE PURCHASE PLAN

Capricorn is offering existing eligible shareholders the opportunity to participate in a Share Purchase Plan ("SPP") to raise up to \$2 million at the same issue price as the Placement, being \$0.052 per share. Funds raised from the SPP will be applied to the Company's working capital.

Eligible shareholders recorded on the register at 5.00 pm Perth time on 29 November 2017 will be entitled to apply for shares at \$0.052 per share for a minimum investment of \$5,000 and maximum investment of \$15,000 free of brokerage and other related transaction costs.

Participation in the SPP is entirely optional and is open to all shareholders other than shareholders who have registered addresses in countries outside Australia or New Zealand where regulatory requirements make participation by the shareholder unlawful or impracticable.

The Company will apply for quotation of the new shares issued under the Placement and SPP on the ASX, which will rank equally in all respects with existing Capricorn fully paid ordinary shares.

Capricorn may, in its absolute discretion, allocate less than the number of shares applied for in the SPP and determine to apply the scale back to the extent and in the manner that it sees fit. Any unallocated funds will be returned to applicants without interest in this case.

SPP Timetable

Record date	5.00 pm Perth Time on 29 November 2017
Announcement date	Thursday 30 November 2017
Offer opens	Wednesday 6 December 2017
Offer Closes	5.00 pm Perth Time on Wednesday 20 December 2017
Allotment date	Wednesday 27 December 2017
Despatch of holding statements	Friday 29 December 2017

For and on behalf of the Board



*Heath Hellewell
Executive Chairman*

For further information, please contact:

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